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Document submitted	Extraordinary Report
Destination	Director General of Kanto Finance Bureau
Date of submission	December 10, 2018
Corporate name	NTT URBAN DEVELOPMENT CORPORATION
Name and title of representative	Hiroshi Nakagawa, President and Chief Executive Officer
Address of home office	4-14-1 Sotokanda, Chiyoda-ku, Tokyo
Telephone number	+81-3-6811-6300 (Representative)
Contact person	Hideyuki Yamasawa, Executive Vice President, Corporate Strategy Department
Nearest contact point	4-14-1 Sotokanda, Chiyoda-ku, Tokyo
Telephone number	+81-3-6811-6424
Contact person	Hideyuki Yamasawa, Executive Vice President, Corporate Strategy Department
Place for public inspection	Tokyo Stock Exchange, Inc.  (2-1, Kabutocho, Nihonbashi, Chuo-ku, Tokyo)

**1. Reason for Submission**

NTT Urban Development Corporation (the “Company”) received from Nippon Telegraph and Telephone Corporation (“NTT”) a report, on December 10, 2018, that NTT resolved, at the meeting of the board of directors held on the same day, to make a contribution in kind of all common shares of the Company (the “Company Shares”) which are owned by NTT to NTT-SH Corporation (“NTT-SH”), a wholly -owned subsidiary of NTT (the “Contribution In Kind”), and that the effective date of the Contribution In Kind will be scheduled on December 13, 2018. As a result of the Contribution In Kind, changes in parent company and major shareholder of the Company will occur. Therefore, the Company submits this report based on Article 24-5, paragraph 4 of the Financial Instruments and Exchange Act and Article 19, paragraph 2, item 3 and 4 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs.

**2. Contents of Report**

**1. Change in parent company of the Company**

**(1) Name, Address, Name of Representative, Capital Stock and Description of Business of Parent Company subject to the Change**

(The company that will become the parent company)

Name	NTT-SH Corporation
Address	1-5-1 Otemachi, Chiyoda-ku, Tokyo
Name of representative	Katsumi Kuroda
Capital Stock	JPY 90,903 million
Description of business	Holding and managing the Company Shares

(Note) According to the explanation of NTT, as a result of the Contribution In Kind, the capital stock of NTT-SH will increase from JPY 90,903 million to JPY 102,044 million as of December 13, 2018 (the effective date of the Contribution In Kind).

**(2) Number and Ownership Ratio of Voting Rights Held by the Parent Company before and after the Change**

(The company that will become the parent company)

NTT-SH Corporation

	Number of Voting Rights	Ownership Ratio of Voting Rights
Before the Change	918,544 voting rights	27.91%

After the Change	3,133,359 voting rights	95.20%
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(Note) "Ownership Ratio of Voting Rights" means the ratio to the number of voting rights (3,291,198 voting rights) pertaining to the shares (329,119,879 shares) obtained by deducting the number of the Company's treasury shares owned by the Company as of September 30, 2018 (121 shares) from the total number of issued shares as of the same date set out in 34th Second Quarterly Securities Report submitted by the Company on November 6, 2018 (329,120,000 shares).

**(3) Reason and Date of the Change**

a. Reason of the Change

The Company received from NTT a report, on December 10, 2018, that NTT resolved, at the meeting of the board of directors held on the same day, to make a contribution in kind of all the Company Shares which are owned by NTT to NTT-SH, a wholly -owned subsidiary of NTT, and that the effective date of the Contribution In Kind will be scheduled on December 13, 2018. As a result of the Contribution In Kind, NTT-SH will become the parent company of the Company.

b. Date of the Change

December 13, 2018 (the effective date of the Contribution In Kind) (scheduled)

**2. Change in major shareholder of the Company**

**(1) Name of Major Shareholder subject to the Change**

(The shareholder that will no longer be the major shareholder)

Nippon Telegraph and Telephone Corporation

**(2) Number and Ownership Ratio of Voting Rights Held by the Major Shareholder before and after the Change**

(The shareholder that will no longer be the major shareholder)

Nippon Telegraph and Telephone Corporation

	Number of Voting Rights	Ownership Ratio of Voting Rights
Before the Change	2,214,815 voting rights (Indirectly holdings : 918,544) Total:3,133,359 voting rights	67.30% (Indirectly holdings :27.91%) Total : 95.20%
After the Change	- (Indirectly holdings : 3,133,359 voting rights)	- (Indirectly holdings :95.20%)

	Total:3,133,359 voting rights	Total : 95.20%
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**(3) Date of the Change**

December 13, 2018 (the effective date of the Contribution In Kind) (scheduled)

**(4) Other Matters**

Capital stock and total number of issued shares as of the date of submission of this report

Capital stock: JPY 48,760 million

Total number of issued shares: 329,120,000 shares

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